

CERTIFIED COPY OF RESOLUTION

The undersigned, Thomas B. Kearney, the sole member of Class A voting membership of Flipdaddy's, LLC ("the Company") hereby certifies that the following is a true copy of the resolution with respect to actions allowing a continuation of said corporation's business which was adopted on December 5, 2018, by the Member of said Company pursuant to Ohio Revised Code 1705.03 and the Operating Agreement of the Company.

RESOLVED: That the Chief Executive Officer, Thomas Sacco, is hereby authorized on behalf of Flipdaddy's, LLC, is hereby designed as the responsible person on behalf of the Company to perform any and all acts of the United States Bankruptcy Code or by the company as a debtor and who shall attend on behalf of the debtor at all hearings or matters for such proceedings and is further authorized to execute and cause the filing of a voluntary petition pursuant to Chapter 11 of the United States Bankruptcy Code, and in connection therewith is hereby authorized to retain Steven L. Diller and Diller & Rice, LLC as its legal counsel for the Company to represent it in connection with said Chapter 11 proceedings and other related matters.

The undersigned further certifies that there are no provisions in the Articles of Organization or Operating Agreement of the Company limiting the power to pass the foregoing Resolution and that the foregoing resolution has not been subsequently rescinded, amended or otherwise modified and is still in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this certificate on 5th day of December, 2018.

FLIPDADDY'S, LLC.

BY: /s/Thomas B. Kearney
Thomas B. Kearney
Duly Authorized Member